

**Hearing Date: August 21, 2013 at 10:00 a.m. (prevailing Eastern Time)**  
**Objection Deadline: July 29, 2013 at 4:00 p.m. (prevailing Eastern Time)**

WHITE & CASE LLP  
1155 Avenue of the Americas  
New York, New York 10036-2787  
Telephone: (212) 819-8200  
Facsimile: (212) 354-8113  
J. Christopher Shore  
Dwight A. Healy

- and -

MILBANK, TWEED, HADLEY & MCCLOY LLP  
1 Chase Manhattan Plaza  
New York, New York 10005  
Telephone: (212) 530-5000  
Facsimile: (212) 530-5219  
Gerard Uzzi  
Dennis O'Donnell

*Attorneys for the Ad Hoc Group*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** :  
 : **Chapter 11 Case No.**  
**RESIDENTIAL CAPITAL, LLC, et al.,** :  
 : **12-12020 (MG)**  
 : **Debtors.** :  
 : **(Jointly Administered)**  
-----X

**NOTICE OF MOTION OF THE AD HOC GROUP OF  
JUNIOR SECURED NOTEHOLDERS FOR ENTRY OF AN ORDER (i) DIRECTING  
EACH OF DEBTORS' COUNSEL, INCLUDING MORRISON & FOERSTER LLP,  
OFFICIAL COMMITTEE COUNSEL, INCLUDING KRAMER LEVIN NAFTALIS &  
FRANKEL LLP, AND THE DEBTORS' MANAGEMENT TO REMAIN STRICTLY  
NEUTRAL IN ANY DISPUTE REGARDING CLAIMS BY AND BETWEEN ANY  
DEBTORS, (ii) ORDERING THE LIMITED DISQUALIFICATION OF EACH OF THE  
FOREGOING TO THE EXTENT NECESSARY TO EFFECTUATE THE FOREGOING,  
AND (iii) GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. On July 18, 2013, the Ad Hoc Group of Junior Secured Noteholders (the “Ad Hoc Group”), by and through its undersigned counsel, hereby files this motion (the “Motion”) for entry of an order in the above-captioned chapter 11 cases pursuant to 11 U.S.C. §§ 105, 327, and 363, (a) directing each of the Debtors’ counsel, including Morrison & Foerster LLP, counsel to the Official Committee of Unsecured Creditors, including Kramer Levin Naftalis & Frankel LLP, and the Debtors’ management to remain strictly neutral in any dispute in this Court regarding claims by and between any Debtors, (b) ordering the limited disqualification of each of the foregoing solely to the extent necessary to effectuate the foregoing, and (c) granting related relief.

2. A hearing to consider the Motion shall be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Room 501 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York, 10004, on August 21, 2013 at 10:00 a.m. (prevailing Eastern Time).

3. Any objections to the Motion must be made in writing (an “Objection”), filed with the Court (with a copy to Chambers) and served in accordance with the Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 2002(m) and 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures (Doc. 141) (the “Case Management Order”), and served upon the Special Service List, as that term is defined in the Case Management Order, so as to be actually received no later than **July 29, 2013** at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”).

4. If no Objections to the Motion are timely filed and served on or before the

Objection Deadline, the Ad Hoc Group may submit to the Bankruptcy Court an order substantially in the form of the proposed order attached to the Motion as Exhibit A.

5. A Copy of the Motion can be obtained or viewed for a fee via PACER at [www.pacer.gov](http://www.pacer.gov) or (without charge) on the Debtors' restructuring website at [www.kccllc.net/rescap](http://www.kccllc.net/rescap).

*[Remainder Of Page Left Intentionally Blank ]*

Dated: July 18, 2013  
New York, New York

By: /s/ J. Christopher Shore  
J. Christopher Shore  
Dwight Healy  
WHITE & CASE LLP  
1155 Avenue of the Americas  
New York, New York 10036-2787  
Telephone: (212) 819-8200  
Facsimile: (212) 354-8113

and

MILBANK, TWEED, HADLEY &  
McCLOY LLP  
Gerard Uzzi  
Dennis O'Donnell  
1 Chase Manhattan Plaza  
New York, New York 10005  
Telephone: (212) 530-5000  
Facsimile: (212) 530-5219

*Attorneys for the Ad Hoc Group*